

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form F-6 POS
July 13, 2007

As filed with the Securities and Exchange Commission on July 13, 2007

Registration No. 33-26023

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 3 TO THE

FORM F-6
REGISTRATION STATEMENT

under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

of

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(A.C.N. 005 357 522)

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depository as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

The Bank of New York
ADR Division
One Wall Street, 29th Floor
New York, New York 10286
(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 3 to the Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11

- | | |
|---|---|
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary | Articles number 14, 18, 19 and 21 |
| 3. Fees and Charges | Articles number 7 and 8 |
| Item - 2. | |

Available Information

- | | |
|------------------------------------|-------------------|
| Public reports published by issuer | Article number 11 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of December 9, 1988, as amended and restated as of December 6, 1994, as further amended and restated as of March 28, 2003, as further amended and restated as of _____, 2007 among Australia and New Zealand Banking Group Limited, The Bank of New York as Depositary, and all Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of Letter agreement among Australia and New Zealand Banking Group Limited and The Bank of New York relating to pre-release activities. Previously Filed.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Previously Filed.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

f.

Power of Attorney. Filed herewith as Exhibit 7.

Item - 4.

Undertakings

Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, July 13, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of Australia and New Zealand Banking Group Limited.

By:

The Bank of New York,
As Depositary

By: /s/ Keith Galfo

Name: Keith Galfo

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Australia and New Zealand Banking Group Limited has caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Melbourne, Australia on July 11, 2007.

Australia and New Zealand Banking Group Limited

By: /s/ Peter Ralph Marriott
Name: Peter Ralph Marriott
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed on July 11, 2007 by the following persons in the capacities indicated below.

Name

Title

*

Charles Barrington Goode

Chairman

*

John McFarlane

Chief Executive Officer
(Principal Executive Officer)

*

Gregory John Clark

Director

*

Jeremy Kitson Ellis

Director

*

Margaret Anne Jackson

Director

*

Ian John Macfarlane

Director

*

David Edward Meiklejohn

Director

*

John Powell Morschel

Director

/s/ Peter Ralph Marriott

Peter Ralph Marriott

Chief Financial Officer
(Principal Financial Officer)

*

Shane Michael Buggle

Group General Manager, Finance
(Principal Accounting Officer)

*

Al Chircop

General Manager, Americas
(Authorised US Representative)

*By: /s/ Peter Ralph Marriott

Peter Ralph Marriott**

Attorney-in-fact

**Peter Ralph Marriott is signing for Charles Barrington Goode, John McFarlane, Gregory John Clark, Jeremy Kitson Ellis, Margaret Anne Jackson, Ian John Macfarlane, David Edward Meiklejohn, John Powell Morschel, Shane Michael Buggle and Al Chircop pursuant to a power of attorney filed as Exhibit 7 to this Registration Statement.

INDEX TO EXHIBITS

Exhibit
Letter

Exhibit

- 1 Form of Amended and Restated Deposit Agreement dated as of December 9, 1988, as amended and restated as of December 6, 1994, as further amended and restated as of March 28, 2003, as further amended and restated as of _____, 2007 among Australia and New Zealand Banking Group Limited, The Bank of New York as Depositary, and all Owners from time to time of American Depositary Receipts issued thereunder.
- 5 Certification under Rule 466.
- 7 Powers of Attorney.